

THE COMPANIES ACTS, 1862 to 1886.

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE GLASGOW SICK POOR AND PRIVATE
NURSING ASSOCIATION.

Founded by MARY ORRELL HIGGINBOTHAM, 1875.

GLASGOW:
JAMES MACLEHOSE & SONS,
Publishers to the University.
1890.

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THE COMPANIES ACTS, 1862 to 1886.

Memorandum of Association

OF

THE GLASGOW SICK POOR AND PRIVATE
NURSING ASSOCIATION.

I. The name of the Association is "THE GLASGOW SICK POOR AND PRIVATE NURSING ASSOCIATION."

II. The Registered Office of the Association will be situate in Glasgow.

III. The objects for which the Association is established are :—

- (1) To provide trained nurses to attend (*a*) the sick poor, gratuitously or otherwise; (*b*) sick persons who are able to pay for their services.
- 2) To provide, if it be thought advisable, the sick poor with food, medicine, surgical appliances, clothing, bedding, or change of residence, either gratuitously or otherwise.
- (3) To provide, administer, and, if thought expedient, subscribe to a Fund for behoof of the nurses of the Association.

- (4) To provide and maintain premises for the resident officials, the servants of the Institution and the nurses, and for other purposes.
- (5) To make and carry into effect arrangements with respect to the affiliation, union of interests, co-operation, or amalgamation of the Association, either in whole or in part, with any association or person having objects similar to, or kindred with, any of the objects of the Association.
- (6) To subscribe money to, or otherwise assist, associations or persons having objects similar to, or kindred with, any of the objects of the Association.
- (7) To do all such other lawful things as may be deemed incidental or conducive to the encouragement or attainment of the above objects or any one of them.

IV. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Association, provided that nothing herein contained shall prevent the payment, in good faith, of remuneration to any officers or servants of the Association or any members thereof, or other person in return for any services actually rendered to the Association; nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money borrowed from any member of the Association.

V. The fourth paragraph of this Memorandum is a condition on which a license is granted by the Board of Trade to the Association in pursuance of § 23 of the Companies Act of 1867.

VI. If any member of the Association pays or receives any dividend, bonus, or other profit in contravention of the

terms of the fourth paragraph of this Memorandum his liability shall be unlimited.

VII. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association, contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding ten shillings, or in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

VIII. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, to be determined by the members of the Association, at or before the time of dissolution, including the Royal, Western, and Victoria Infirmaries, Glasgow, and, in default thereof, distributed by such judge of the Court of Session as may have or acquire jurisdiction in the matter.

IX. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined

and the correctness of the balance-sheet ascertained by one or more properly qualified auditor or auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Guarantors.

ROBERT GOURLAY of Number 2 St. Vincent Place, Glasgow, in the County of Lanark, Banker.

C. T. HIGGINBOTHAM of Craigmaddie, Milngavie, in the County of Stirling, Calico Printer in Glasgow.

WM. KER of Number 1 Windsor Terrace, West, Glasgow, in the County of Lanark, retired Merchant.

JAMES KING of Campsie, in the County of Stirling, Baronet. Merchant in Glasgow.

AGNES HIGGINBOTHAM, wife of, and residing with, the said Charles Titus Higginbotham at Craigmaddie, Milngavie, in the County of Stirling.

ROBT. PIRRIE of Number 207 West George Street, Glasgow, in the County of Lanark, Merchant.

JAS. B. RUSSELL, M.D., LL.D., of Number 1 Montrose Street, Glasgow, in the County of Lanark, Medical Officer of Health for Glasgow.

Dated the 7th day of July, 1890.

LAURENCE H. WATSON,
Chartered Accountant in Glasgow,

Witness to the above Signatures.

THE COMPANIES ACTS, 1862 to 1886.

Articles of Association

OF

THE GLASGOW SICK POOR AND PRIVATE NURSING ASSOCIATION.

PRELIMINARY.

1. In these presents, unless there be something in the Interpretation. subject or context inconsistent therewith :—

“ The Association ” means the above-named Association.

“ The office ” means the registered office for the time being of the Association.

“ Month ” means calendar month.

“ In writing ” means written or printed, or partly written and partly printed.

“ The Directors ” means the Directors for the time being.

Words importing the singular only, include the plural number, and *vice versa*.

Words importing the masculine gender only, include the feminine gender.

2. The following persons shall be members of the Associa- Members.
tion, and are hereafter called the “ members ” :—

(1) All persons who have already given, or shall

hereafter give, to the Association a donation of not less than £5 5s. in one sum, and all persons who have, before the registration of the Association given a donation of not less than £5 5s. to the Association known as the Glasgow Sick Poor and Private Nursing Association.

(2) Annual Subscribers of 10s. and upwards.

GENERAL MEETINGS.

First General Meeting.

3. The first General Meeting shall be held at such time, not being more than four months after the Registration of the Memorandum of Association, and at such place as the Directors may determine.

Subsequent Meetings.

4. Subsequent General Meetings shall be held once in every year at such time and place as may be prescribed by the Association in General Meeting; and, if no other time or place is prescribed, a General Meeting shall be held in the month of November in every year, at such time and place as may be determined by the Directors.

Ordinary and Extraordinary Meetings.

5. The General Meetings mentioned in the last preceding clause shall be called Ordinary General Meetings: all other Meetings of the Association shall be called Extraordinary General Meetings.

When Extraordinary Meeting to be called.

6. The Directors may, whenever they think fit, and they shall upon a requisition made in writing by not less than ten members, convene an Extraordinary Meeting.

Form of Requisition.

7. Any such requisition shall specify the object of the Meeting required, and shall be signed by the members making the same, and shall be deposited at the office. The Meeting, whether convened by the Directors or the requisitionists, must be convened for the purposes specified in the requisition, and where convened by the requisitionists, for those purposes only.

8. In case the Directors for fourteen days after such deposit fail to convene an Extraordinary Meeting to be held within twenty-one days after such deposit, the requisitionists may themselves convene a Meeting to be held within six weeks after such deposit. Convening of Meeting.

9. Seven clear days' notice at the least, specifying the place, day, and hour of Meeting, and in case of special business, the general nature of such business shall be given by advertisement in at least two of the Glasgow daily newspapers. Whenever any Meeting is adjourned for fourteen days or more, at least five days' notice of the place and hour of meeting of such Adjourned Meeting shall be given in like manner. Notice of Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

10. The business of an Ordinary Meeting shall be to receive and consider the statement of income and expenditure, the balance-sheet, the ordinary reports of the Directors and Auditors, to elect Directors in the place of those retiring by rotation or otherwise, to elect Auditors, and to transact any other business which under these presents ought to be transacted at any Ordinary Meeting. Business of Ordinary General Meeting.

11. Five members personally present shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business. Quorum.

12. The Chairman of the Directors, if any, shall be entitled to take the chair at every General Meeting. If such officer have not been appointed, or if he be not present at a Meeting, the members present shall choose one of their number to be Chairman. Chairman.

13. Every question submitted to a Meeting shall be decided in the first instance by a show of hands, and in case of an equality of votes, the Chairman shall, both on show of Chairman's Casting Vote.

hands and at the poll, have a casting vote in addition to the vote to which he may be entitled as a member.

Passing of
Resolutions.

14. At any General Meeting, unless a poll be demanded by at least three members, a declaration by the Chairman that a resolution has been carried or lost, or carried or not carried, by a particular majority, and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact.

Poll.

15. If a poll be demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs, but no adjournment for a poll shall exceed seven days.

VOTES OF MEMBERS.

Votes.

16. Every member shall have one vote.

Proxies.

17. Votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer. No person shall be appointed a proxy who is not a member and qualified to vote.

Rule as to
Voting.

18. No member shall be entitled to be present, or to vote on any question either personally or by proxy, or as proxy for another member at any General Meeting, or upon a poll, or be reckoned in a quorum whilst his donation or current subscription is unpaid; and no member shall be entitled to be present or to vote at any Meeting until the expiry of three months from the date of payment of his donation or his first subscription.

DIRECTORS.

Directors.

19. The Directors shall be members, and their numbers shall not be less than Five, or more than Twenty.

First Directors.

20. The following persons, or such of them as shall consent to act, shall be the first Directors:—SIR ARCHIBALD CAMPBELL CAMPBELL of Blythswood, Bart., M.P.;

HECTOR CLARE CAMERON, M.D., Glasgow; THOMAS M'CALL ANDERSON, M.D., Professor of Clinical Medicine, Glasgow; SIR JOHN NEILSON CUTHBERTSON, Knight, Glasgow; ROBERT GOURLAY, Banker, Glasgow; CHARLES TITUS HIGGINBOTHAM, Calico Printer, Glasgow; WILLIAM KER, Glasgow; SIR JAMES KING of Campsie, Bart.; The REV. DONALD MACLEOD, D.D., Glasgow; ROBERT PIRRIE, Merchant, Glasgow; JAMES BURN RUSSELL, M.D., LL.D., Glasgow; GAVIN PATERSON TENNENT, M.D., Glasgow; THE HON. LADY CAMPBELL of Blythswood; MRS. CHARLES HIGGINBOTHAM, Craigmaddie, Milngavie; MRS. RAIT, 14 Kelvin Drive, Glasgow; MISS ANNA REID, 15 Windsor Terrace, West, Glasgow; and MRS. WENLEY, 8 St. Alban's Terrace, Dowanhill, Glasgow.

21. The office of Director shall be vacated on his ceasing to be a member. Vacation of Office.

22. At the Ordinary General Meeting to be held in the year 1891, and at the Ordinary General Meeting in each succeeding year, one-third of the Directors shall retire from office. Retiral of Directors.

23. The Directors to retire on each occasion shall be those who have been longest in office. As between two or more who have been in office for a like period, the Directors to retire shall in default of agreement between them be selected by ballot. For the purposes of this clause, the length of time a Director has been in office shall be computed from his last election or appointment. A retiring Director shall be eligible for re-election. Selection.

24. The Association at any General Meeting at which any Directors retire in manner aforesaid or otherwise shall fill up the vacated offices by electing a like number of persons to be Directors, unless at such Meeting it is determined to reduce the number. Election of Directors.

25. The continuing Directors may act, notwithstanding any vacancy in their body, so long as there remain three duly qualified Directors. Continuing Directors may act.

PROCEEDINGS OF DIRECTORS.

Meeting of
Directors and
Quorum.

26. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their Meetings as they think fit, and may determine the quorum necessary for the transaction of business, and until otherwise determined, three Directors shall be a quorum. A Director may, and the Secretary at the request of any Director, shall at any time summon a Meeting of the Directors.

Decisions of
Directors.

27. Questions arising at any Meeting of Directors shall be decided by a majority of votes, and in case of equality of votes, the Chairman shall have a second or casting vote.

Chairman.

28. The Directors may elect a Chairman of their Meetings and may determine the period for which such Officer shall hold office.

Committees.

29. The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors.

Resolution.

30. A Resolution in writing, signed by not less than three-fourths of the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors, duly called and constituted.

POWERS OF DIRECTORS.

General Powers
of Association
vested in
Directors.

31. The management of the business and the control of the Association shall be vested in the Directors, who in addition to the powers and authorities by these presents expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association, and are not hereby or by the statutes expressly directed or required to be exercised or done by the Association in General Meeting.

32. Without prejudice to the general powers conferred by the last preceding clause, it is hereby expressly declared that the Directors shall be entrusted with the following powers, namely, power :—

- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Association. To Pay Costs of Formation of Association.
- (2) To appoint, and at their discretion remove or suspend such officers, nurses, and servants for permanent, temporary, or special services, as they may from time to time think fit, and to determine their duties and fix their salaries and emoluments, and to require security in such instances and to such amount as they may think fit. To Appoint, etc., Officers and others.
- (3) To invest, or otherwise deal with, any of the moneys of the Association not immediately required for the purposes thereof, upon such securities and in such manner as they may think fit, and from time to time to vary or realize such investments. Investment.
- (4) To institute a fund for behoof of the nurses of the Association, to be titled "The Nurses Benefit Fund," and to subscribe thereto out of the moneys of the Association. Nurses Benefit Fund.
- (5) From time to time make, vary, and repeal bye-laws for the regulation of the business of the Association, its officers, nurses, and servants, or any section thereof, or of "The Nurses Benefit Fund." Bye-Laws.
- (6) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise, for the purposes of the Association. To Enter into Contracts.

ACCOUNTS.

Accounts.

33. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Association, and all matters in respect of which such receipt and expenditure take place, and of the assets, credits, and liabilities of the Association.

Balance-Sheet,
etc.

34. At the Ordinary General Meeting in every year the Directors shall lay before the Association a statement of the income and expenditure, and a balance-sheet containing a summary of the property and liabilities of the Association made up to a date not more than three months before the Meeting from the date when the last preceding statement and balance-sheet were made up, or in case of the first statement and balance-sheet, from the incorporation of the Association.

Report of
Directors.

35. Every such statement shall be accompanied by a report of the Directors as to the state and operations of the Association, and the statement, report, and balance-sheet shall be signed by two Directors and the Secretary.

AUDIT.

Accounts to be
Audited.

36. Once at least in every year the Accounts of the Association shall be examined, and the correctness of the statement and balance-sheet ascertained by one or more auditor or auditors.

Appointment of
Auditors.

37. The first auditor or auditors shall be appointed, and their remuneration fixed, by the Directors; subsequent auditors shall be appointed by the Association at the Ordinary General Meeting in each year. If any casual vacancy occurs in the office of auditor the Directors shall forthwith fill up the same.

Duties of
Auditors.

38. The auditors shall be supplied with copies of the Statement of Accounts and Balance-Sheet intended to be laid before the Association in General Meeting seven days at least before the Meeting to which the same are to be

submitted, and it shall be their duty to examine the same, with the Accounts and Vouchers relating thereto, and to report to the Company in General Meeting thereon. The Auditors shall at all reasonable times have access to the Books and Accounts of the Association.

39. Every Account of the Directors when audited and approved by a General Meeting shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the Account shall forthwith be corrected, and thenceforth shall be conclusive.

Accounts to be
Conclusive.

NOTICES.

40. A Notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of abode. Any Notice served by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office.

Names, Addresses, and Descriptions of Subscribers.

ROBERT GOURLAY of Number 2 St. Vincent Place, Glasgow, in the County of Lanark, Banker.

C. T. HIGGINBOTHAM of Craigmaddie, Milngavie, in the County of Stirling, Calico Printer in Glasgow.

WM. KER of Number 1 Windsor Terrace, West, Glasgow, in the County of Lanark, retired Merchant.

JAMES KING of Campsie, in the County of Stirling, Baronet, Merchant in Glasgow.

AGNES HIGGINBOTHAM, wife of, and residing with, the said Charles Titus Higginbotham at Craigmaddie, Milngavie, in the County of Stirling.

ROBT. PIRRIE of Number 207 West George Street, Glasgow, in the County of Lanark, Merchant.

JAS. B. RUSSELL, M.D., LL.D., of Number 1 Montrose Street, Glasgow, in the County of Lanark, Medical Officer of Health for Glasgow.

Dated the 7th day of July, 1890.

LAURENCE H. WATSON,
Chartered Accountant in Glasgow,

Witness to the above Signatures.

THE GLASGOW SICK POOR AND PRIVATE
NURSING ASSOCIATION.

B Y E - L A W S
OF
THE NURSES BENEFIT FUND.

1. The Directors of the Glasgow Sick Poor and Private Nursing Association, hereinafter called "the Directors," shall institute a Fund, to be called "The Nurses Benefit Fund," hereinafter called "the Fund." Institution of Fund.

2. The Fund shall consist of the sum of £106 19s. 2d., at present in the hands of the Directors, and any sums hereinafter contributed to the Fund by the Public or the Association. Amount of Fund.

3. A separate account, titled "The Nurses Benefit Fund," shall be opened in the books of the Association, and the moneys of the Fund shall be separately invested, and kept distinct from the other moneys of the Association. Separate Account.

4. The control and management of the Fund shall be vested in the Directors for the time being. Control.

5. Subject to the provisions hereof, the revenue and capital of the Fund, or any part thereof, shall be applied by the Directors for the benefit, in such way as they may, in their own absolute discretion, think proper, of any Nurse or Nurses who may from time to time be, or may have been, in the service of the Association. Application.

No Vested
Interest.

6. No Nurse shall have any vested interest in or right to the Fund or any part thereof.

Powers of
Directors.

7. Notwithstanding anything herein contained, the Directors shall have absolute power to deal with and apply the Fund, capital and revenue, as they may, in their own absolute discretion, think proper, including power to apply the same to any of the other purposes of the Association, or any similar purpose, and to close the Fund and apply the moneys thereof as they may, in their own absolute discretion, think proper.

Certificate of Incorporation

OF

“THE GLASGOW SICK POOR AND
PRIVATE NURSING ASSOCIATION.”

I hereby Certify that “THE GLASGOW SICK
POOR AND PRIVATE NURSING ASSOCIATION” (the word
“Limited” being omitted by Licence of the Board of
Trade) is this day incorporated under the Companies Acts,
1862 to 1886, and that this Company is LIMITED.

Given under my hand at Edinburgh, this Sixteenth
day of July, One thousand eight hundred and
ninety.

REGINALD MACLEOD,
Registrar of Joint Stock Companies,
W.G.S.

Fees and Deed Stamps, £21 10s.

Stamp Duty on Capital, £—

